

ARTIENCE CAPITAL MANAGEMENT

DISRUPTIVE INVESTMENT SOLUTIONS

One Market Street, Spear Tower, Suite 3600
San Francisco, CA 94105

www.artiencecapital.com

April 2011

This Brochure provides information about the qualifications and business practices of Artience Capital Management, LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact the Adviser at the telephone numbers listed below. The information in this Brochure has not been approved by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Artience Capital Management, LLC is registered as an investment adviser with the U.S. Securities and Exchange Commission. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provides you with information with which you can determine whether to hire or retain an adviser.

Additional information about the Adviser is available on the SEC’s website at www.adviserinfo.sec.gov.

Toll Free 800-337-0353

Item 2 – Material Changes

On July 28, 2010, the U.S. Securities and Exchange Commission published “Amendments to Form ADV” which changes the form of the disclosure document that registered advisers are required to provide to clients. This Brochure, dated April 1, 2011, has been prepared according to the SEC’s new requirements and rules.

In the future, this Item 2 will discuss only specific material changes that are made to this Brochure and provide you with a summary of the changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days after the close of our fiscal year.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Jolie Bales at the telephone number on the cover page or jolie.bales@artiencecapital.com.

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Item 4 – Advisory Business

A. Description of the Company

Artience Capital Management, LLC is a Delaware limited liability company. The firm was founded in 2009 by Jolie Bales and Kim Nordmo.

B. Types of Investment and Advisory Services Offered

In contrast to investment advisers whose services are limited to investment management, we merge investment management and financial planning/consulting services to achieve each client's individual financial goals and objectives.

We offer three programs through which we manage client assets:

- Portfolio Wealth Management – Wrap Account Program
- Portfolio Wealth Management – Non-Wrap Account
- Artience Fund I, LP

Each of the foregoing programs is described below.

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| Portfolio Wealth Management – Wrap Account Program |
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This is our most comprehensive service. It encompasses portfolio management and financial planning/consulting. It is designed to assist clients in meeting their financial goals through the use of financial investments.

Our Wrap Account Program is described in detail in a separate Wrap Account Program Disclosure Brochure. To obtain a free copy of this brochure, please contact us via telephone or email at the number or address on the cover page of this Brochure.

Portfolio Wealth Management – Non-Wrap Account Program

Like our Wrap Account Program, our Non-Wrap Account Program also encompasses portfolio management and financial planning/consulting with the objective of assisting clients in meeting their financial goals through the use of financial investments.

At the outset of each client relationship, one of our professionals meets with each client and proposes a unique investment approach for investing the client's assets based upon the client's stated investment objectives, risk tolerance and financial circumstances. Based on the foregoing, we generally propose an investment plan consisting of exchange traded funds, mutual funds, individual stocks and bonds and/or other securities.

The principal difference between our Wrap Account Program, our non Non-Wrap Account Program is the fee arrangement. We manage our "wrap" accounts for a flat, all-inclusive, quarterly fee ("wrap fee") calculated as a percentage of portfolio assets. This fee covers all administrative, commission, and management expenses. Wrap Account Program clients do not pay commissions on portfolio purchases and/or sales.

Artience Fund I, LP

Artience Capital Management, LLC is the general partner of a private investment limited partnership, Artience Fund I, LP (the "Fund"). The Fund is a global macro fund that seeks to achieve total investment returns by responding to changing market conditions and global economic trends both short and long term. The Fund primarily utilizes U.S. and foreign stocks and bonds, currencies, commodities, ETFs and closed or open ended mutual funds. Inverse and leveraged ETFs may be used in addition to options and option strategies such as potentially yield-enhancing covered call writing programs. The Fund intends to use a combination of instruments – especially those that may be expected to offer optimum liquidity. The Fund will primarily be long only.

Interests in the Fund are only suitable for "accredited investors" – generally, investors with a net worth of at least \$1,000,000, as that term is defined in Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act").

An investment in the Fund is speculative and involves substantial risks, several of which are described in its Offering Memorandum. Prospective investors should satisfy

themselves that an investment in the Fund is suitable for them and should carefully examine its Offering Memorandum before making an investment decision.

We manage the assets of the Fund in accordance with investment guidelines set forth in the offering memorandum under the powers conferred upon us by a subscription agreement and the partnership's constitutional documents. Each prospective subscriber in a partnership receives a complete set of offering materials prior to investing.

C. Assets Under Management

As of December 31, 2010, we had approximately \$60,000,000 in assets under management, most of which are discretionary assets.

Item 5 – Fees and Compensation

A. Types of Compensation

Portfolio Wealth Management – Non-Wrap Account

Clients pay a management fee calculated as a percentage of their invested assets in the account. The management fee is calculated based on a percentage of assets as determined from the following schedule:

| <u>Account Size</u> | <u>Annual Fee (%)</u> |
|---------------------|-----------------------|
| All Accounts | 1.00% |

Portfolio Wealth Management – Wrap Account Program

| | |
|---------------------|-------|
| <u>All Accounts</u> | 1.50% |
|---------------------|-------|

Artience Fund I, LP

The Fund pays a management fee to Artience Capital Management of 0.5% per quarter (2.0% per annum) of the balance in each limited partner's capital account. In addition, we receive a performance fee equal to twenty percent (20%) of the net "new"

profits allocated to the limited partners (“new” profits are those net profits exceed net losses previously allocated to the limited partner that have not been recovered).

The management fee is calculated and payable as to each limited partner in advance as of the beginning of each quarter based on the limited partner’s capital account at the beginning of the quarter. Limited partners who contribute or withdraw capital on a date other than the first day of a quarter are charged a prorated management fee as to that contribution or withdrawal.

The performance fee is debited from the capital account of each limited partner as of the end of each fiscal year (or upon the date of a permitted or required withdrawal) and allocated to the capital account of the general partner in accordance with the terms of the partnership agreement.

B. Method of billing – Portfolio Wealth Management Accounts

Fees are calculated quarterly and paid quarterly in advance based on the market value of the account at the end of the previous quarter. Exceptions may be made to the published fee schedule under certain circumstances pursuant to a negotiated fee agreement with the client. If a client withdraws funds or terminates the account, any fees, commissions or other expenses associated with rebalancing or liquidating the account’s holdings may be assessed to the account.

Fees are automatically deducted from the account. We follow the following process for our clients’ protection:

- The custodian sends statements no less frequently than quarterly showing all disbursements from the account, including the amount of the advisory fee; and
- Each client provides written authorization for us to be directly paid on these terms.

Either the client or Artience Capital may terminate the investment advisory agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five days of signing our investment advisory agreement. After five business days, clients will receive a pro-rata refund.

C. Other Fees and Costs

In addition to the management fee set forth above, portfolio wealth management clients may pay some or all of the following costs and expenses:

Account Costs: All fees charged by Artience Capital are separate and distinct from any fees and expenses charged by any mutual funds or exchange-traded fund to their shareholders. These fees and expenses are described in each such fund's prospectus.

Custodial Fees: All custody costs and expenses are charged by the custodian to the account.

Trading Costs: Non-Wrap Account clients pay transaction fees (ticket charges) which generally are charged by the custodian on a transaction-by-transaction basis.

Transaction costs: Non-Wrap Account clients pay all commissions, bid-ask spreads, mark-up's and similar transaction costs which may be incurred in connection with the purchase and sale of individual securities.

D. Return of Unearned Management Fees

When an investment advisory agreement commences or terminates between an account's regular valuation dates, a pro rata adjustment is made with respect to the management fee for the partial period. Upon termination of any account, any prepaid, unearned fees are promptly refunded, and any earned, unpaid fees are due and payable.

E. Compensation From the Sale of Investment Products

We do not accept compensation or commissions for the sale of securities or other investment products.

Item 6 – Performance-Based Fees

Our Portfolio Wealth Management clients do not incur performance-based fees. As set forth above however, clients who invest in the Fund may pay an annual performance fee of twenty (20) percent of the Fund's new profits.

Item 7 – Types of Clients

We provide investment services to individual and institutional investors including, for example, corporate pension and profit-sharing plans, charitable institutions, foundations and endowments.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

We primarily use fundamental analysis when choosing individual securities for investment in client accounts. However, we also may consider other factors and employ other methods of analysis—for example, fundamental analysis of stocks with cyclical characteristics.

Our approach to developing and managing investment portfolios is predicated on certain fundamental assumptions with regard to the factors that most influence investment success—chief among them being rigorous and thoughtful asset allocation among asset classes. The right mix of businesses is important to long-term investment results. Diversification is part of our investment discipline. We invest in a broad spectrum of economic sectors, and in both U.S. and foreign markets. Each security added to the portfolio is intended to minimize the risk or expand the portfolio's opportunity for return.

It is important to note, the performance of any investment is subject to numerous factors which are neither within the control of, nor predictable by, Artience or our portfolio managers. These factors include a wide range of economic, political, competitive and other conditions which may affect investments in general or within specific industries or companies.

Item 9 – Disciplinary Information

We have no legal or disciplinary events to report involving Artience Capital, Ms. Bales or Ms. Nordmo.

Item 10 – Other Financial Industry Activities and Affiliations

Artience Capital is a member of iShares Insight Circle, a professional group consisting of the top 1% of registered investment advisory firms in the U.S. that utilize exchange traded funds as a key element of their investment practice and philosophy. The group convenes annual educational sessions for its members at Harvard or Stanford Business Schools and holds regular gatherings linking the members together as well as leveraging iShares best people, resources and a range of offerings to support Insight Circle members' business practices.

Item 11 – Code of Ethics

We have adopted a code of ethics (“Code of Ethics”) for all of our employees describing our high standard of business conduct and fiduciary duties to our clients. As a fiduciary, we have a responsibility to act solely in the best interest of each of our clients at all times. This fiduciary duty is considered the core principle for our Code of Ethics.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our employees must acknowledge the terms of the Code of Ethics annually, or as it is amended.

Our employees and persons associated with us are required to follow the Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, officers and employees of Artience Capital may trade for their own accounts in securities which are purchased for our clients. Among other things, our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in your best interest and (ii) implementing the decisions while, at the same time, allowing employees to invest for their own accounts. Because the Code of Ethics in some circumstances permits employees to invest in the same securities as clients, there is a possibility that employees might benefit inadvertently from market activity by a client in a security held by an employee.

You may request a copy of our Code of Ethics by contacting us at the telephone number on the cover page.

Item 12 – Brokerage Practices

Directed Brokerage Arrangements

We recommend certain broker-dealers to clients—primarily Fidelity Investments (see below). However, each Non-Wrap Account Program client¹ may select a particular broker-dealer to which all of their brokerage business will be directed. In that case, the client will have the sole responsibility to negotiate terms and arrangements with the directed broker and we will not seek better execution services or prices from other broker-dealers or be able to “batch” transactions for execution through other broker-dealers with orders for other accounts we manage. As a result, clients who elect to direct their brokerage to a particular broker-dealer may pay higher commissions or other

¹ Not available to Wrap Account Program clients.

transaction costs, greater spreads, or receive less favorable net prices on transactions for the account than would otherwise be the case.

“Best Execution” and “Soft Dollars”

Federal law requires us to deal fairly and honestly with clients. This means that, among many other things, we have a fiduciary obligation to seek “best execution” for transactions executed on behalf of our client accounts. When determining whether we have obtained best execution, we are guided by Section 28(e) of the Securities Exchange Act of 1934, as amended (the “Safe Harbor”). Under certain circumstances, the Safe Harbor presumptively reduces or eliminates our liability to clients when we use client brokerage to pay for research and other services that we might otherwise have to pay for ourselves.

Many investment advisers have arrangements with brokerage firms that provided for the use of client brokerage to pay for research and other services. They are said to be “paying up.” In effect, they are agreeing to pay a broker or dealer more than the lowest available commission rate to compensate the broker for the broker’s research products and services. The difference between the “unbundled” commission rate (i.e., the lowest available commission that would be paid solely for basic execution services) and the “bundled” commission rate (i.e., the slightly higher commission rate paid by advisers that are also receiving research services) is referred to as a “soft dollar” credit. At present we have only one such arrangement with Fidelity Investments (see below). If we enter into additional soft dollar arrangements in the future, we would only enter into such arrangements after determining that the value of the research and brokerage services we obtain with soft dollars is reasonable in relation to its cost.

Use of Fidelity Brokerage Services, LLC

With each client’s consent, most of our client accounts utilize the services of Fidelity Brokerage Services, LLC (“Fidelity”), an affiliate of Fidelity Investments, an independent and unaffiliated FINRA-registered broker-dealer.

Under our arrangement with National Financial Services LLC and Fidelity, Fidelity provides us with “institutional platform services.” The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity’s institutional platform services that assist us in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting. Fidelity also offers other services intended to help us manage and further develop our advisory practice. These services include, but are not limited to, performance reporting,

financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions)

Our receipt of the foregoing economic benefits from Fidelity raises potential conflicts of interest. Fidelity most likely considers the amount and profitability to Fidelity of the assets in, and trades placed for, our client accounts. Fidelity has the right to terminate these services in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain these services from Fidelity, we may have an incentive to recommend to our clients that the assets under management by Artience be held in custody with Fidelity and to place transactions for your account with Fidelity. Our receipt of these services does not diminish our duty to act in your best interest, including to seek best execution of trades.

The advice we offer you may involve investment in mutual funds and/or exchange traded funds (“ETFs”). All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders (described in each fund’s prospectus). Such fees will generally include management fees and other fund expenses. We advise you to review all fees charged by mutual funds, ETFs, Artience and others to fully understand the total advisory fees you may be paying.

Item 13– Review of Accounts

Portfolio Wealth Management - Portfolio Reviews

Portfolio Reviews and Rebalancing of the client’s portfolio are undertaken: (1) periodically, (2) upon request, and (3) upon a substantial asset class decline, under the following adopted policies and procedures:

Periodic Portfolio Reviews are undertaken by our advisors to ascertain if the values in any asset class have strayed beyond their model account's target minimums or maximums, and for purposes of meeting a client's cash flow needs. Even if one of more asset classes fall outside their target minimums or maximums, we may determine not to rebalance the asset class for various reasons, such as avoidance of short-term capital gains, deferring long-term capital gains realization, minimization of transaction costs, etc.

Additional Portfolio Reviews are undertaken upon request by the client, such as when additional cash or securities are added to the investment portfolio.

Portfolio Reports Provided to Clients

We provide quarterly reports to each client which include a performance report and a consolidated inventory of the investments upon which we exercise investment discretion. Monthly or quarterly statements from the account custodian(s) are sent to each client directly from the corresponding brokers, banks, mutual funds, partnership sponsors etc., which hold the client's investments. These statements disclose the assets in the custodian's custody.

We strongly encourage you to review the monthly or quarterly account statements you receive from custodians.

Item 14 – Client Referrals and Other Compensation

We may engage independent solicitors to provide client referrals. If you are referred to us by a solicitor, this practice will be disclosed to you in writing by the solicitor. In these cases, we would pay the solicitor out of our own funds—specifically, we would generally pay the solicitor a portion of the management fees we earn from the client or investor that was referred.

The use of solicitors is regulated under applicable federal and state law. Our policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and similar state rules.

Item 15 – Custody

Custody means holding, directly or indirectly, client funds or securities or having any authority to obtain possession of them. The SEC and the State of California have rules and regulations which are designed to safeguard client assets. We follow the rules of the SEC, which require us to follow the following procedures:

Custody: Portfolio Wealth Management Accounts

Maintain Accounts with Qualified Custodians: We have all client funds and securities, except shares of mutual funds, maintained by a “qualified custodian” (i.e., a bank, registered broker-dealer) in separate accounts for each client. Although we may recommend a custodian, and generally do, the client may choose its own. Shares of mutual funds and exchange traded funds are held by the fund’s transfer agent.

Periodic Account Statements: We require each custodian to furnish account statements to our clients no less frequently than quarterly. We also require that this statement, at a minimum, identifies the amount of funds and of each security in the account at the end of the quarter and all transactions in the account during the quarter.

Custody: Artience Fund I, LP

As the general partner of the Fund, we are deemed to have custody of the Fund’s assets. In order to comply with the regulatory requirements, we have arranged for JP Morgan, a qualified custodian, to hold the Fund’s assets. We have also arranged for an independent auditor (Harb Levy & Weiland, LLP) to furnish audited financial statements within 120 days of the Fund’s fiscal year-end.

Item 16 – Investment Discretion

We manage client assets on a discretionary basis and generally do not allow for any limitations to be placed on our investment authority unless they are contained in the signed investment advisory agreement.

Item 17 – Voting Client Securities

We vote proxies related to securities held by any client in a manner solely in the interest of the client. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer’s board of directors and management, and maintain or increase the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. You may request a copy of our Proxy Policies and Procedures and/or information about how a proxy was voted at any time by contacting us at the telephone number on the cover page.

Item 18 – Financial Information

We have no financial commitments that impair our ability to meet contractual and fiduciary commitments to our clients, and we have not been the subject of a bankruptcy proceeding.

Item 1 – Cover Page

Wrap Account Program Brochure

ARTIENCE CAPITAL MANAGEMENT
DISRUPTIVE INVESTMENT SOLUTIONS

One Market Street, Spear Tower, Suite 3600
San Francisco, CA 94105

(800) 337-0353

www.artiencecapital.com

April 2011

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Item 3 – Table of Contents

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Item 4 – Services, Fees and Compensation

Advisory Services

Artience Capital Management, LLC

Artience Capital Management LLC is a Delaware limited liability company organized in 2009.

Portfolio Wealth Management: Wrap Account Program

Our wrap fee program, Artience Capital Management LLC's Wrap Account Program, is designed to connect our clients with professional in-house money managers and investment vehicles suitable for their financial circumstances. In contrast to investment advisers whose services are limited to investment management, we merge investment management and financial planning/consulting services to achieve each client's individual financial goals and objectives. In contrast to clients who have elected to participate in our non-Wrap Account Program, clients who have elected to participate in our Wrap Account Program do not incur commissions or other transaction charges imposed by brokers, dealers and banks, etc.

For each Wrap Account Program client, we conduct one or more meetings with the client, often in person, in order to understand the client's current financial situation, existing resources, financial goals, and tolerance for risk. Based on the foregoing, we will propose an investment approach. The suggested approach may involve the use of exchange traded funds, mutual funds, individual stocks or bonds, or other securities. When the client agrees to the proposed plan, we work with the client to establish a new account or transfer their existing accounts. Once an account is under our management and we are granted discretionary authority over its assets, we establish an initial portfolio which is then monitored on a regular basis (and at least quarterly). We may periodically re-balance or adjust client accounts under our management. We do this when the client experiences any significant changes to her financial or personal circumstances, adds additional funds or securities to the account, withdraws funds from the account or when market fluctuations cause an imbalanced relationship between the account's positions and/or asset classes.

How Investments are Selected

Global asset allocation and risk management drive our investment strategy and are the bedrock of the portfolios we construct and manage. We believe that proper asset allocation involves both art and science interwoven in an ongoing dynamic and disciplined process.

In constructing our portfolios and making recommendations, we consider the entire universe of investment opportunities and vehicles. We specialize in understanding exchange traded funds and their underlying indices. Indexing the public security portion of client portfolios is both tax efficient and cost effective. As importantly, it removes manager and stock picking risk while offering clients the opportunity to invest in components of the market that traditionally have not been accessible to individual investors.

Exchange traded funds are selected based upon fund quality and performance. Mutual funds are selected based on various criteria including, for example, peer performance and management tenure. Individual bonds are selected based upon acceptable credit quality and bond duration.

Not all accounts managed within an investment strategy will contain identical holdings. Differences occur based on capital additions/withdrawals. We may purchase different funds and/or securities within an asset class depending on availability and timing of money being deposited by the client. Also, clients may transfer in securities positions with instructions to hold these securities rather than trade them.

Even though the prime objective is to grow your assets safely, the selection of any investment strategy mentioned above does not guarantee against loss of principal. Investing in securities, whether directly or through the investment partnerships, involves risk of loss that you should be prepared to bear.

Proxy Voting

Ms. Bales and Ms. Nordmo are responsible for our decisions on proxy voting. Clients are permitted to place reasonable restrictions on our voting authority. However, in the absence of specific voting guidelines, we attempt to vote proxies for the securities held in client accounts in the client's best interest. Our policy is to vote all proxies from a specific issuer the same way for each client absent specific instructions and/or restrictions. In so doing, we generally cast proxy votes in favor of proposals that we believe increase shareholder value.

You may obtain information from us concerning how we voted any proxies on your behalf. You also may obtain a copy of our complete proxy voting policies and procedures upon request.

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| Advisory Fees |
|----------------------|

Our management fee is as follows:

| <u>Account Asset Value</u> | <u>Annualized Management Fee Rate</u> |
|----------------------------|---|
| All assets sizes | 1.50% |

We do not receive performance-based fees.

Fees are calculated quarterly and paid quarterly in advance based on the market value of the Account at the end of the previous quarter. Exceptions may be made to the published fee schedule under certain circumstances pursuant to a negotiated fee agreement with the client. If a client withdraws funds or terminates an account, any fees, commissions or other expenses associated with rebalancing or liquidating the account's holdings may be assessed to the account.

As a Wrap Account Program participant you will not incur transaction charges (except for brokerage charges to the extent that trades are conducted through brokers or dealers other than who we choose). However, you may pay custodial fees, charges imposed directly by mutual funds and exchange traded funds or index funds, which charges are disclosed in each fund's prospectus.

Fees will be automatically deducted from your account in accordance with the following process for your protection:

- The custodian sends statements no less frequently than quarterly showing all disbursements from the account, including the amount of the advisory fee; and
- Each client provides written authorization for us to be directly paid on these terms.

Either the client or Artience Capital may terminate the investment advisory agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five days of signing our investment advisory agreement. After five business days, clients will receive a pro-rata refund.

Other Compensation

“Soft Dollars”

With each client’s consent, most of our client accounts utilize the services of Fidelity Brokerage Services, LLC (“Fidelity”), an affiliate of Fidelity Investments, an independent and unaffiliated FINRA-registered broker-dealer.

Under our arrangement with National Financial Services LLC and Fidelity, Fidelity provides us with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help us manage and further develop our advisory practice. These services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions)

Our receipt of the foregoing economic benefits from Fidelity raises potential conflicts of interest. Fidelity most likely considers the amount and profitability to Fidelity of the assets in, and trades placed for, our client accounts. Fidelity has the right to terminate these services in its

sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain these services from Fidelity, we may have an incentive to recommend to our clients that the assets under management by Artience be held in custody with Fidelity and to place transactions for your account with Fidelity. Our receipt of these services does not diminish our duty to act in your best interest, including to seek best execution of trades.

The advice we offer you may involve investment in mutual funds and/or exchange traded funds (“ETFs”). All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders (described in each fund’s prospectus). Such fees will generally include management fees and other fund expenses. We advise you to review all fees charged by mutual funds, ETFs, Artience and others to fully understand the total advisory fees you may be paying.

The advice we offer you may involve investment in mutual funds and/or exchange traded funds (“ETFs”). All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders (described in each fund’s prospectus) or ETFs. Mutual fund fees and ETFs will generally include management fees and other fund expenses. We advise clients to review all fees charged by mutual funds, ETFs, Artience Capital and others to fully understand the total advisory fees they may be paying.

Our Wrap Account Program may not be suitable for all your investment needs, and your decision to participate in a wrap fee program should be based on your individual financial circumstances and investment goals.

The benefits under a wrap fee program depend, in part, upon the size of the client’s account and the number of transactions likely to be generated in the account. For example, wrap accounts may not be suitable for accounts with little activity or accounts comprised principally of fixed income securities.

Participating in a wrap fee program may cost more or less than the cost of purchasing the same services separately from a broker or dealer.

Item 5 – Account Requirements and Types of Clients

We provide investment advice to individuals, institutions, pension and profit-sharing plans, trusts, estates and charitable organizations.

We generally require clients who wish to participate in our Wrap Account Program to deposit a minimum of \$1,000,000 with Artience Capital. Although we may waive this minimum on a case-by-case basis, we believe this minimum capital is required to properly and prudently diversify a client’s portfolio.

Item 6 – Portfolio Manager Selection and Evaluation

Jolie Bales and Kim Nordmo are the only persons providing investment advice to our clients.

Ms. Bales held various positions in the securities industry before co-founding Artience Capital. Most recently, she served as a Senior Vice President in Merrill Lynch’s Private Client Group. Previously, she worked at United States Trust Company (Managing Director) and Bank

of America (Managing Director). Jolie received a B.A. degree in from Pomona College in 1978 and a J.D. from Boalt Hall School of Law (University of California, Berkeley) in 1983.

Ms. Nordmo also held various positions in the securities industry before co- founding Artience Capital (with Ms. Bales). Most recently, she served as a First Vice President in Merrill Lynch's Private Client Group. Previously, she worked at JP Morgan Securities (associate) and Credit Suisse First Boston (director). Kim received a B.A. degree in from the University of California, Los Angeles in 1993 and an M.B.A. in Finance from New York University in 1996.

If we do hire additional portfolio managers in the future, they would be expected to have excellent academic credentials and not less than five years experience with a leading financial firm or another investment adviser. All of our representatives would also be required to have obtained all required licenses or a professional designation such as CFP® or CFA®.

Item 7 – Client Information Provided to Portfolio Managers

When you establish an investment advisory account with us, one of our investment advisers (Ms. Bales or Ms. Nordmo) will discuss with you your current financial situation, return objectives, risk tolerance, investment restrictions and other relevant information. It is your responsibility to provide accurate and complete information. The failure to do so could affect the services we provide. We enter into an investment management agreement with each client which discloses the investment style we will use to manage your account.

We do not share or disclose client information to nonaffiliated third parties except as permitted or required by law or as necessary to open and service your account. We are committed to safeguarding the confidential information we receive from clients.

Item 8 – Client Contact with Portfolio Managers

Clients may contact and consult directly with us during regular business hours, which are Monday through Friday, 8:00 a.m. to 4:00 p.m., Pacific time. There are no restrictions on client access to us—clients may contact us as often as is necessary to discuss their account and other financial needs. We contact clients at least annually for the purpose of reviewing their investor profile to ensure accuracy. Ongoing, it is the client's obligation to notify us promptly of any material changes in financial circumstances, investment objectives or restrictions that might affect account management.

Item 9 – Additional Information

Disciplinary Information

We have no legal or disciplinary events to report involving Artience Capital, Ms. Bales or Ms. Nordmo.

Code of Ethics

We have adopted a code of ethics ("Code of Ethics") for all of our employees describing our high standard of business conduct and fiduciary duties to our clients. As a fiduciary, we have a responsibility to act solely in the best interest of each of our clients at all times. This fiduciary duty is considered the core principle for our Code of Ethics.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

Our employees and persons associated with us are required to follow the Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, officers and employees of Artience Capital may trade for their own accounts in securities which are purchased for our clients. Among other things, our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in your best interest and (ii) implementing the decisions while, at the same time, allowing employees to invest for their own accounts. Because the Code of Ethics in some circumstances permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee.

You may request a free copy of the firm's Code of Ethics by contacting us.

Review of Accounts

Portfolio Reviews and Rebalancing of the client's portfolio are undertaken: (1) periodically, (2) upon request, and (3) upon a substantial asset class decline, under the following adopted policies and procedures:

Periodic Portfolio Reviews are undertaken by our advisors to ascertain if the values in any asset class have strayed beyond their account's target minimums or maximums and for purposes of meeting a client's cash flow needs. Even if one or more asset classes fall outside their target minimums or maximums, we may determine not to rebalance the asset class for various reasons, such as avoidance of short-term capital gains, deferring long-term capital gains realization, minimization of transaction costs, etc.

Additional Portfolio Reviews are undertaken upon request by the client, such as when additional cash or securities are added to the investment portfolio.

Portfolio Reports Provided to Clients. We provide a quarterly report to each client which includes a performance report and a consolidated inventory of the investments upon which we exercise investment discretion. Monthly or quarterly statements from the account custodian(s) are sent to each client directly from the corresponding brokers, banks, mutual funds, partnership sponsors etc., which hold the client's investments. These statements disclose the assets in the custodian's custody.

We strongly encourage you to review the monthly or quarterly account statements you receive from custodians and Artience Capital.

Use of Solicitors

If a client is referred to us by a solicitor, this is disclosed to the client in writing by the solicitor. We pay the solicitor out of our own fees—specifically, we would generally pay the solicitor a portion of the fees we earn for managing the capital of the client that was referred.

The use of solicitors is regulated under applicable federal and state law. Our policy is to fully comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and similar state rules.

Financial Information

We have no financial commitments that impair our ability to meet contractual and fiduciary commitments to our clients, and we have not been the subject of a bankruptcy proceeding.

Item 1 – Cover Page

Jolie Bales
Co-Founder

ARTIENCE CAPITAL MANAGEMENT
DISRUPTIVE INVESTMENT SOLUTIONS

One Market Street, Spear Tower, Suite 3600
San Francisco, CA 94105

(800) 337-0353

www.artiencecapital.com

April 2011

This Brochure Supplement provides information about Jolie Bales that supplements the Artience Capital Management LLC Brochure. You should have received a copy of that Brochure. Please contact us at the above telephone number or jolie.bales@artiencecapital.com if you did not receive our Disclosure Brochure or if you have any questions about the content of this supplement.

Additional information about Ms. Bales is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Ms. Bales was born in 1955.

Educational Background

| <u>School Name</u> | <u>Degree</u> | <u>Year</u> | <u>Major(s)</u> |
|--|---------------|-------------|--|
| Pomona College | B.A. | 1978 | Political theory and international relations |
| Boalt Hall School of Law, University of California (Berkeley) | J.D. | 1983 | Law |

Business Experience

Employment Dates: 2009 - Present
Employer Name: Artience Capital Management, LLC
Type of Business: Investment advisory firm
Job Title and Duties: Co-founder – Portfolio management, client service, day to day management and supervision

Employment Dates: 2007-2009
Employer Name: Merrill Lynch, Pierce, Fenner & Smith, Inc.
Type of Business: Financial services
Job Title and Duties: Senior Vice President – Portfolio management, client service and development

Employment Dates: 2005-2007
Employer Name: United States Trust Company
Type of Business: Financial services
Job Title and Duties: Managing Director – Portfolio management, client service and development

Employment Dates: 2004-2005
Employer Name: Bank of America
Type of Business: Financial services and banking
Job Title and Duties: Managing Director – Portfolio management, client service and development

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. Ms. Bales has no information of this type to report.

Item 4 – Other Business Activities

Artience Capital is a member of iShares Insight Circle, a professional group consisting of the top 1% of registered investment advisory firms in the U.S. that utilize exchange traded funds as a key element of their investment practice and philosophy. The group convenes annual educational sessions for its members at Harvard or Stanford Business Schools and holds regular gatherings linking the members together as well as leveraging iShares best people, resources and a range of offerings to support Insight Circle members' business practices.

Item 5 – Additional Compensation

Ms. Bales does not receive any economic benefit from any non-client for providing advisory services.

Item 6 – Supervision

Ms. Bales is a co-founder and senior officer of Artience Capital Management, LLC and is self-supervised.

Item 1 – Cover Page

Kim Nordmo
Co-Founder

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DISRUPTIVE INVESTMENT SOLUTIONS

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San Francisco, CA 94105

(800) 337-0353

www.artiencecapital.com

April 2011

This Brochure Supplement provides information about Kim Nordmo that supplements the Artience Capital Management LLC Brochure. You should have received a copy of that Brochure. Please contact us at the above telephone number or kim.nordmo@artiencecapital.com if you did not receive our Disclosure Brochure or if you have any questions about the content of this supplement.

Additional information about Ms. Nordmo is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Ms. Nordmo was born in 1966.

Educational Background

| <u>School Name</u> | <u>Degree</u> | <u>Year</u> | <u>Major(s)</u> |
|---------------------------------------|---------------|-------------|-------------------|
| University of California, Los Angeles | B.A. | 1993 | Political science |
| New York University | M.B.A. | 1996 | Finance |

Business Experience

Employment Dates: 2009 - Present
Employer Name: Artience Capital Management, LLC
Type of Business: Investment advisory firm
Job Title and Duties: Co-founder – Portfolio management, client service, day to day management and supervision

Employment Dates: 2008-2009
Employer Name: Merrill Lynch, Pierce, Fenner & Smith, Inc.
Type of Business: Financial services
Job Title and Duties: First Vice President – Portfolio management, client service and development

Employment Dates: 1999-2008
Employer Name: Credit Suisse First Boston LLC
Type of Business: Financial services
Job Title and Duties: Director – Portfolio management, client service and development

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. Ms. Nordmo has no information of this type to report.

Item 4 – Other Business Activities

Artience Capital is a member of iShares Insight Circle, a professional group consisting of the top 1% of registered investment advisory firms in the U.S. that utilize exchange traded funds as a key element of their investment practice and philosophy. The group convenes annual educational sessions for its members at Harvard or Stanford Business Schools and holds regular gatherings linking the members together as well as leveraging iShares best people, resources and a range of offerings to support Insight Circle members' business practices.

Item 5 – Additional Compensation

Ms. Nordmo does not receive any economic benefit from any non-client for providing advisory services.

Item 6 – Supervision

Ms. Nordmo is a co-founder and senior officer of Artience Capital Management, LLC and is self-supervised.